

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

BELK, INC., *et al.*,¹

Debtors.

§

§ Chapter 11

§

§ Case No. 21-30630 (MI)

§

§ (Jointly Administered)

§

AFFIDAVIT OF SERVICE

I, Kelsey L. Gordon, depose and say that I am employed by Prime Clerk LLC (“*Prime Clerk*”), the proposed claims, noticing and solicitation agent for the Debtors in the above-captioned chapter 11 cases.

On February 24, 2021, at my direction and under my supervision, employees of Prime Clerk caused the following documents to be served via email on the Master Email Service List attached hereto as **Exhibit A**:

- Debtors’ Emergency Motion for Entry of an Order Directing Joint Administration of Related Chapter 11 Cases. [Hearing Scheduled for February 24, 2021 at 8:00 a.m. (CT)] [Docket No. 2]
- Notice of Designation of Complex Chapter 11 Bankruptcy Case [Docket No. 3]
- Debtors’ Emergency Motion for Entry of an Order (I) Authorizing the Debtors to Maintain and Administer Their Customer Programs and (II) Granting Related Relief [Docket No. 4]
- Debtors’ Emergency Motion for Entry of an Order (I) Authorizing the Debtors to Redact Certain Personal Identification Information, and (II) Granting Related Relief [Docket No. 5]
- Order Directing Joint Administration of Related Chapter 11 Cases [Docket No. 6]
- Order Granting Complex Chapter 11 Bankruptcy Case Treatment [Docket No. 7]

¹ A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors’ proposed claims and noticing agent at <https://cases.primeclerk.com/belk>. The location of the Debtors’ service address is 2801 West Tyvola Road, Charlotte, North Carolina 28217.

- Declaration of William Langley, Chief Financial Officer of Belk, Inc., in Support of Chapter 11 Petitions and First Day Motions [Docket No. 8]
- Disclosure Statement Relating to the Joint Prepackaged Plan of Reorganization of Belk, Inc., and its Debtor Affiliates [Docket No. 9]
- Joint Prepackaged Plan of Reorganization of Belk, Inc. and its Debtor Affiliates (Technical Modifications) [Docket No. 10]
- Debtors' Emergency Motion for Entry of an Order (I) Authorizing the Debtors to (A) Continue to Operate Their Cash Management System, (B) Maintaining Existing Bank Accounts, (C) Continue to Perform Intercompany Transactions, and (D) Maintain Existing Business Forms, and (II) Granting Related Relief [Docket No. 11] (the "**Cash Management Motion**")
- Debtors' Emergency Motion for Entry of an Order (I) Scheduling a Combined Disclosure Statement Approval and Plan Confirmation Hearing, (II) Establishing Plan and Disclosure Statement Objection Deadlines and Related Procedures, (III) Approving the Solicitation Procedures, (IV) Approving the Confirmation Hearing Notice, and (V) Waiving the Requirements that the U.S. Trustee Convene a Meeting of Creditors and the Debtors File Schedules and SOFAs [Docket No. 14]
- Memorandum of Law of Belk, Inc., *et al.*, in Support of an Order Approving the Disclosure Statement For, and Confirming, the Joint Prepackaged Plan of Reorganization of Belk, Inc. and its Debtor Affiliates [Docket No. 16]
- Declaration of Jonathan C. Hickman in Support of Confirmation of the Joint Prepackaged Plan of Reorganization of Belk, Inc. and its Debtor Affiliates [Docket No. 21]
- Declaration of Tyler W. Cowan in Support of Confirmation of the Joint Prepackaged Plan of Reorganization of Belk, Inc. and its Debtor Affiliates [Docket No. 24]
- Declaration of William Langley, Chief Financial Officer of Belk, Inc. in Support of Confirmation of the Joint Prepackaged Plan of Reorganization of Belk, Inc. and its Debtor Affiliates [Docket No. 25]
- Declaration of Craig E. Johnson of Prime Clerk LLC Regarding the Solicitation of Votes and Tabulation of Ballots Cast on the Joint Prepackaged Plan of Reorganization of Belk, Inc. and its Debtor Affiliates [Docket No. 33]
- Debtors' Emergency Motion for Entry of an Order Authorizing, but not Directing, the Debtors to Continue Their Prepetition Business Operations, Policies, and Practices and Pay Related Claims in the Ordinary Course of Business on a Postpetition Basis [Docket No. 36]

- Debtors' Emergency Application for Entry of an Order Authorizing the Employment and Retention of Prime Clerk LLC as Claims, Noticing, and Solicitation Agent [Docket No. 37]
- Notice of Filing Plan Supplement for the Debtors' Joint Prepackaged Plan of Reorganization [Docket No. 38]
- (Proposed) Order Approving the Debtors' Disclosure Statement for, and Confirming, the Debtors' Joint Prepackaged Chapter 11 Plan [Docket No. 41]
- Notice of Electronic Hearing [Scheduled for February 24, 2021 at 8:00 a.m. (CT)] [Docket No. 47] (the "***First Day Hearing Notice***")
- Agenda for Combined First Day Hearing on First Day Motions and Confirmation Hearing Scheduled for February 24, 2021 at 8:00 a.m. (Prevailing Central Time), Before the Honorable Marvin Isgur at the United States Bankruptcy Court for the Southern District of Texas, at Courtroom 404, 515 Rusk Street, Houston, Texas 77002 [Docket No. 48] (the "***First Day Hearing Agenda***")

On February 24, 2021, at my direction and under my supervision, employees of Prime Clerk caused the First Day Hearing Notice, First Day Hearing Agenda, and Cash Management Motion to be served via email on the Bank Parties Service List attached hereto as **Exhibit B**.

Dated: February 24, 2021

/s/ Kelsey L. Gordon
Kelsey L. Gordon

State of New York
County of New York

Subscribed and sworn (or affirmed) me on February 24, 2021, by Kelsey L. Gordon, proved to me on the bases of satisfactory evidence to be the person who executed this affidavit.

/s/ Liz Santodomingo
Notary Public, State of New York
No. 01SA6301250
Qualified in New York County
Commission Expires April 14, 2022

Exhibit A

Exhibit A

Master Email Service List

Served via email

DESCRIPTION	NAME	NOTICE NAME	EMAIL
Top 30 Unsecured Creditor	Alfred Dunner Inc	Attn: Ray Barrick	rbarrick@alfreddunner.com
Counsel to the Administrative Agent under the Debtors' Prepetition Term Loan Facilities	Ballard Spahr LLP	Attn: Mark C. Dietzen	dietzenm@ballardspahr.com
The Administrative Agent Under the ABL Facility	Bank of America, Merrill Lynch	Attn: Christine Hutchinson	christine.hutchinson@bofa.com
Top 30 Unsecured Creditor	Brahmin Leather Works	Attn: Susan Thacker	sjthacker@sbcglobal.net
Top 30 Unsecured Creditor	Columbia Sportswear Co	Attn: Abel Navarrete	anavarrete@columbia.com
Top 30 Unsecured Creditor	Euroitalia USA Inc	Attn: Giovanni Sgariboldi	gsgariboldi@euroi.com
Top 30 Unsecured Creditor	F F Apparel Int'L Inc	Attn: Jan Marchant	jmarchant@tesco.com
Top 30 Unsecured Creditor	Footwear Unlimited Inc	Attn: Bill Downey	bdowney@footwearunlimited.com
Top 30 Unsecured Creditor	Haddad Apparel Group Ltd	Attn: Amy Salerno	amys@haddad.com
Counsel to Sycamore Partners II, L.P.	Haynes and Boone, LLP	Attn: Charles A. Beckham, Jr., Arsalan Muhammad, David Trausch	charles.beckham@haynesboone.com arsalan.muhammad@haynesboone.com david.trausch@haynesboone.com
Counsel to Debtor	Jackson Walker L.L.P.	Attn: Kristhy M. Peguero, Matthew D. Cavanaugh	kpeguero@jw.com mcavanaugh@jw.com
Top 30 Unsecured Creditor	Jones Lang Lasalle Americas	Attn: Marcus Pitts	marcus.pitts@jll.com
Counsel to Debtor	Kirkland & Ellis LLP	Attn: Joshua A. Sussberg, Steven N. Serajeddini, Matthew C. Fagen	joshua.sussberg@kirkland.com steven.serajeddini@kirkland.com matthew.fagen@kirkland.com
Counsel to the Sponsor and Sycamore Partners II, L.P.	Latham & Watkins LLP	Attn: Ebba Gebisa	ebba.gebisa@lw.com
Counsel to the Sponsor and Sycamore Partners II, L.P.	Latham & Watkins LLP	Attn: George A. Davis, Michael W. Benjamin, Joshua A. Tinkelman, Eric Leon	george.davis@lw.com michael.benjamin@lw.com joshua.tinkelman@lw.com eric.leon@lw.com
Counsel to the Sponsor and Sycamore Partners II, L.P.	Latham & Watkins LLP	Attn: Ted A. Dillman and Amy C. Quartarolo	ted.dillman@lw.com amy.quartarolo@lw.com
Top 30 Unsecured Creditor	LF Centennial Pte Ltd	Attn: Lesley Ho	lesleyho@sin.lfcentennial.com
Top 30 Unsecured Creditor	Michael Kors (USA) Inc	Attn: Michael Cole	michael.cole@michaelkors.com
The Administrative Agent under the Debtors' Prepetition Term Loan Facilities	Morgan Stanley	Attn: Lisa Hanson, Scott Evan, Rebecca Elane	Lisa.Hanson@morganstanley.com Scott.Evan@morganstanley.com Rebecca.Elane@morganstanley.com
Counsel to the Administrative Agent under the ABL Facility and Bank of America, N.A., as Prepetition ABL Agent	Morgan, Lewis & Bockius LLP	Attn: Julia Frost-Davies, Marjorie Crider, Christopher Carter	julia.frost-davies@morganlewis.com marjorie.crider@morganlewis.com christopher.carter@morganlewis.com
National Association of Attorneys General	National Association of Attorneys General	Attn: Karen Cordry	kcordry@naag.org
Office of the United States Trustee for the Southern District of Texas	Office of the United States Trustee for the Southern District of Texas	Attn: Hector Duran	Hector.Duran.Jr@usdoj.gov

Exhibit A
Master Email Service List
Served via email

DESCRIPTION	NAME	NOTICE NAME	EMAIL
Counsel to the Ad Hoc First Lien Term Lender Group	O'Melveny & Myers LLP	Attn: Joseph Zujkowski, Daniel S. Shamah, Adam P. Haberkorn, David J. Johnson, Jr.	jzujkowski@omm.com dshamah@omm.com ahaberkorn@omm.com djohnson@omm.com
Top 30 Unsecured Creditor	One Jeanswear Group LLC	Attn: Jack Gross	jackgross@gloria-vanderbilt.com
Top 30 Unsecured Creditor	Pension Benefit Guaranty Corporation	Attn: Patricia Kelly	Kelly.Patricia@PBGC.gov
Top 30 Unsecured Creditor	Performics a Division of VN	Attn: Paul Tibbitt	ptibbit@cj.com
Top 30 Unsecured Creditor	Polo Ralph Lauren Corp, Ralph Lauren Childrenswear	Attn: Jacqueline Philbin	jacqueline.philbin@ralphlauren.com
Top 30 Unsecured Creditor	Richline Group Memo	Attn: Mark Hanna	mark.hanna@richlinegroup.com
Top 30 Unsecured Creditor	Ruby Rd	Attn: Stephanie Baron	sbaron@alfreddunner.com
Securities and Exchange Commission - Headquarters	Securities & Exchange Commission	Attn: Secretary of the Treasury	secbankruptcy@sec.gov
Securities and Exchange Commission - Regional Office	Securities & Exchange Commission - NY Office	Attn: Bankruptcy Department	bankruptcynticeschr@sec.gov NYROBankruptcy@SEC.GOV
Securities and Exchange Commission - Regional Office	Securities & Exchange Commission - Philadelphia Office	Attn: Bankruptcy Department	secbankruptcy@sec.gov
Top 30 Unsecured Creditor	Skechers USA Inc	Attn: Kristen Van Cott	kristenv@skechers.com
State of Alaska Attorney General	State of Alaska Attorney General	Attn: Bankruptcy Dept	attorney.general@alaska.gov
State of Arizona Attorney General	State of Arizona Attorney General	Attn: Bankruptcy Dept	aginfo@azag.gov
State of California Attorney General	State of California Attorney General	Attn: Bankruptcy Dept	bankruptcy@coag.gov
State of Connecticut Attorney General	State of Connecticut Attorney General	Attn: Bankruptcy Dept	attorney.general@ct.gov
State of Delaware Attorney General	State of Delaware Attorney General	Attn: Bankruptcy Dept	Attorney.General@state.DE.US
State of Hawaii Attorney General	State of Hawaii Attorney General	Attn: Bankruptcy Dept	hawaiiag@hawaii.gov
State of Illinois Attorney General	State of Illinois Attorney General	Attn: Bankruptcy Dept	webmaster@atg.state.il.us
State of Indiana Attorney General	State of Indiana Attorney General	Attn: Bankruptcy Dept	info@atg.in.gov
State of Iowa Attorney General	State of Iowa Attorney General	Attn: Bankruptcy Dept	webteam@ag.iowa.gov
State of Louisiana Attorney General	State of Louisiana Attorney General	Attn: Bankruptcy Dept	ConsumerInfo@ag.state.la.us
State of Maine Attorney General	State of Maine Attorney General	Attn: Bankruptcy Dept	consumer.mediation@maine.gov
State of Maryland Attorney General	State of Maryland Attorney General	Attn: Bankruptcy Dept	oag@oag.state.md.us
State of Massachusetts Attorney General	State of Massachusetts Attorney General	Attn: Bankruptcy Dept	ago@state.ma.us
State of Michigan Attorney General	State of Michigan Attorney General	Attn: Bankruptcy Dept	miag@michigan.gov
State of Missouri Attorney General	State of Missouri Attorney General	Attn: Bankruptcy Dept	attorney.general@ago.mo.gov
State of Montana Attorney General	State of Montana Attorney General	Attn: Bankruptcy Dept	contactdoj@mt.gov
State of Nebraska Attorney General	State of Nebraska Attorney General	Attn: Bankruptcy Dept	ago.info.help@nebraska.gov
State of Nevada Attorney General	State of Nevada Attorney General	Attn: Bankruptcy Dept	AgInfo@ag.nv.gov
State of New Hampshire Attorney General	State of New Hampshire Attorney General	Attn: Bankruptcy Dept	attorneygeneral@doj.nh.gov
State of New Jersey Attorney General	State of New Jersey Attorney General	Attn: Bankruptcy Dept	askconsumeraffairs@lps.state.nj.us
State of North Dakota Attorney General	State of North Dakota Attorney General	Attn: Bankruptcy Dept	ndag@nd.gov
State of Oregon Attorney General	State of Oregon Attorney General	Attn: Bankruptcy Dept	consumer.hotline@doj.state.or.us
State of South Dakota Attorney General	State of South Dakota Attorney General	Attn: Bankruptcy Dept	consumerhelp@state.sd.us

Exhibit A

Master Email Service List
Served via email

DESCRIPTION	NAME	NOTICE NAME	EMAIL
State of Texas Attorney General	State of Texas Attorney General	Attn: Bankruptcy Department	public.information@oag.state.tx.us
State of Texas Attorney General	State of Texas Attorney General	Attn: Bankruptcy Dept	public.information@oag.state.tx.us
State of Utah Attorney General	State of Utah Attorney General	Attn: Bankruptcy Dept	uag@utah.gov
State of Vermont Attorney General	State of Vermont Attorney General	Attn: Bankruptcy Dept	ago.info@vermont.gov
State of West Virginia Attorney General	State of West Virginia Attorney General	Attn: Bankruptcy Dept	consumer@wvago.gov
U.S. Securities and Exchange Commission	U.S. Securities and Exchange Commission	Attn: Jeffrey A. Cohen	CohenJA@sec.gov
Top 30 Unsecured Creditor	Under Armour	Attn: Meeta Patel	meeta.patel@underarmour.com
United States Attorney's Office for the Southern District of Texas	United States Attorney's Office for the Southern District of Texas	Attn: Ryan K. Patrick	usatxs.atty@usdoj.gov
Washington DC Attorney General	Washington DC Attorney General	Attn: Bankruptcy Dept	oag@dc.gov
Top 30 Unsecured Creditor	Westpoint Home Inc	Attn: Jonathon Witmer	jwitmer@westpointhome.com
Counsel to the Ad Hoc Crossover Lender Group	Willkie Farr & Gallagher LLP	Attn: Matthew A. Feldman, Weston T. Eguchi, Debra McElligott Sinclair	mfeldman@willkie.com weguchi@willkie.com dsinclair@willkie.com

Exhibit B

Exhibit B

Bank Parties Service List

Served via email

MMLID	NAME	NOTICE NAME	EMAIL
12435692	FIFTH THIRD	ATTN: MARY J RAMSEY	MARY.RAMSEY@53.COM
12435695	JP MORGAN CHASE	ATTN: MATT TUGWELL	MATT.TUGWELL@JPMORGAN.COM
12435697	MECHANICS & FARMERS BANK	ATTN: TANYA DIAL-BETHUNE	TANYA.DIAL-BETHUNE@MFBONLINE.COM
12435696	PNC	ATTN: KEITH W. CLARK SR.	KEITH.CLARK@PNC.COM
12435693	REGIONS	ATTN: ALFRED J. BACCHI	ALFRED.BACCHI@REGIONS.COM
12435694	TD BANK	ATTN: JOE GRIFFETH	JOE.GRIFFETH@TD.COM
12435691	US BANK	ATTN: MAX REDIC	MAX.REDIC@USBANK.COM
12435690	WELLS FARGO	ATTN: ZACH SHIMOTA	ZACHARY.J.SHIMOTA@WELLSFARGO.COM